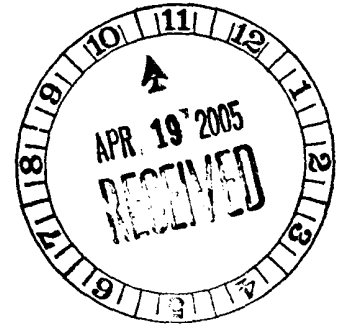




The David J. Joseph Company



April 18, 2005

RECORDATION NO. 25462A FILED

APR 20 '05

3-05 PM

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated March 28, 2005 between the following parties:

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 300
Minneapolis, MN 55402

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (40) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated March 28, 2005 related to forty (40) railcars bearing reporting marks: DJTX 1500-1539, inclusive.

Please file this as a secondary document under Recordation Number 25462-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 25462. The filing fee for this document in the amount of \$32.00 is included on the enclosed check No. 570370. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard

Julie M. Woodard
Documentation Coordinator

Enclosures

RECORDATION NO. 25462-A FILED

APR 20 05

3-05 PM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of March 28, 2005 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **WELLS FARGO EQUIPMENT FINANCE, INC.**, a Minnesota corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated December 7, 2004, between Assignor, as Lessor, and Waste Management of New Jersey, Inc., for forty (40) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee.

THE DAVID J. JOSEPH COMPANY

By: 

Name: James H. Goltz

Title: VP + CFO

WELLS FARGO EQUIPMENT FINANCE, INC.

By: 

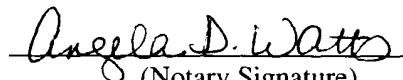
Name: Patti H. DeYoung

Title: Senior Contract Administrator

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 28th day of March, 2005, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President & Chief Financial Officer of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28th day of March, 2005.


(Notary Signature)

My commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Minnesota)
) SS:
COUNTY OF Hennepin)

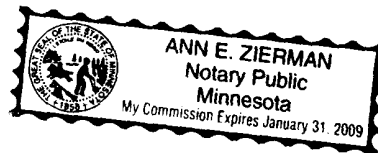
On this 29th day of March, 2005, before me the subscriber, Ann E. Zierman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Patti H. DeYoung, to me personally known, who stated and acknowledged that he/she is the ~~administrator~~ Senior Contract of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29th day of March, 2005.

Ann E. Zierman
(Notary Signature)

My commission expires:

January 31st 2009



**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Forty (40), 100-ton, 85' container flat cars bearing reporting marks as follows:

DJTX 1500-1539, INCLUSIVE

LEASE: Dated December 7, 2004 between The David J. Joseph Company and Waste Management of New Jersey, Inc.